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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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STIPULATION AND AGREED ORDER ALLOWING PAYMENT OF
CERTAIN FEES AND EXPENSES OF PRICHARD HAWKINS McFARLAND
& YOUNG LLP AS ORDINARY COURSE PROFESSIONAL

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Prichard Hawkins McFarland & Young LLP ("Prichard") respectfully submit this Stipulation And Agreed Order Allowing Payment Of Certain Fees And Expenses To Prichard Hawkins McFarland & Young LLP As An Ordinary Course Professional and agree and state as follows:

WHEREAS, on October 8, 2005 and October 14, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Docket No. 0883) (the "Ordinary Course Professionals Order"), the Debtors are authorized to make monthly payments for compensation and reimbursement of fees and expenses to each of the ordinary course professionals in the manner customarily made by the Debtors in the full amount billed by any such ordinary course professional; provided, however, that fees paid to an ordinary course professional, excluding expenses and disbursements, shall not exceed either (a) \$50,000.00 per month per ordinary course professional or (b) \$500,000.00 in the aggregate per ordinary course professional over the course of these chapter 11 cases (together, the "Ordinary Course Professional Cap").

WHEREAS, on February 27, 2006, Prichard filed a Notice Of Filing Of Affidavit of Legal Ordinary Course Professional by David M. Prichard of Prichard, Hawkins, McFarland & Young, LLP (Docket No. 2609) pursuant to which Prichard had agreed to continue to

represent and advise the Debtors with respect to litigation regarding a warranty related to defective CD players.

WHEREAS, it now appears that for the month of November, 2007, Prichard exceeded the Ordinary Course Professional Cap because it incurred fees on the Debtors' behalf in the amount of \$69,801.23. From and including the month of December 2007 to the present, Prichard 's fees are again less than the Ordinary Course Professional Cap and both Prichard and the Debtors expect Prichard 's fees to remain below the Ordinary Course Professional Cap for the remainder of the chapter 11 cases.

WHEREAS, in light of the temporary nature of the fees of Prichard being in excess of the monthly Ordinary Course Professional Cap for the month of November, 2007 and to avoid the additional and unnecessary expense of seeking court approval of Prichard's retention as a retained professional under section 327(e) of the Bankruptcy Code, the parties hereto have agreed to continue the retention of Prichard as an ordinary course professional in the chapter 11 cases and to continue to pay their fees as an Ordinary Course Professional under the Ordinary Course Professionals Order, including their fees and expenses, for the month of November of 2007.

WHEREAS, the United States Trustee and the official committee of unsecured creditors have agreed with the terms and provisions of this stipulation and agreed order.

NOW THEREFORE, the Debtors and Prichard agree and stipulate that Prichard shall continue to be paid its fees and expenses as an ordinary course professional in accordance with the Ordinary Course Professionals Order, including its fees and expenses for the month of November of 2007 notwithstanding that such fees and expenses exceed the Ordinary Course Professional Cap.

So Ordered in New York, New York, this 30th day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Kayalyn A. Marafioti

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